

**Form 632**  
**(Revised 01/06)**

Return in duplicate to:  
Secretary of State  
P.O. Box 13697  
Austin, TX 78711-3697  
512 463-5555  
FAX: 512 463-5709

**Filing Fee: See instructions**



**Certificate of Conversion**  
**of a**  
**Corporation Converting**  
**to a**  
**Limited Liability Company**

This space reserved for office use.

**FILED**  
**In the Office of the**  
**Secretary of State of Texas**

**MAY 01 2008**

**Corporations Section**

**Converting Entity Information**

The name of the converting corporation is:  
Allco, Inc.

The jurisdiction of formation of the corporation is: Texas

The date of formation of the corporation is: January 1, 2003 formed limited partnership; converted into corporation June 28, 2007.

The file number, if any, issued to the corporation by the secretary of state, is: 800837125

**Plan of Conversion—Alternative Statements**

The corporation named above is converting to a limited liability company. The name of the limited liability company is:

Allco, L.L.C.

The limited liability company will be formed under the laws of: Texas

☐ The plan of conversion is attached.

*If the plan of conversion is not attached, the following statements must be completed.*

☒ Instead of attaching the plan of conversion, the corporation certifies to the following statements:

A signed plan of conversion is on file at the principal place of business of the corporation, the converting entity. The address of the principal place of business of the corporation is:

<u>6720 College</u>	<u>Beaumont</u>	<u>TX</u>	<u>US</u>	<u>77707</u>
<i>Street or Mailing Address</i>	<i>City</i>	<i>State</i>	<i>Country</i>	<i>Zip Code</i>

A signed plan of conversion will be on file after the conversion at the principal place of business of the limited liability company, the converted entity. The address of the principal place of business of the limited liability company is:

<u>6720 College</u>	<u>Beaumont</u>	<u>TX</u>	<u>US</u>	<u>77707</u>
<i>Street or Mailing Address</i>	<i>City</i>	<i>State</i>	<i>Country</i>	<i>Zip Code</i>

A copy of the plan of conversion will be furnished on written request without cost by the converting entity before the conversion or by the converted entity after the conversion to any owner or member of the converting or converted entity.

**Certificate of Formation for the Converted Entity**

☒ The converted entity is a Texas limited liability company. The certificate of formation of the Texas limited liability company is attached to this certificate either as an attachment or exhibit to the plan of conversion, or as an attachment or exhibit to this certificate of conversion if the plan has not been attached to the certificate of conversion.

**Approval of the Plan of Conversion**

The plan of conversion has been approved as required by the laws of the jurisdiction of formation and the governing documents of the converting entity.

**Effectiveness of Filing** (Select either A, B, or C.)

A. ☒ This document becomes effective when the document is accepted and filed by the secretary of state.

B. ☐ This document becomes effective at a later date, which is not more than ninety (90) days from the date of signing. The delayed effective date is: \_\_\_\_\_

C. ☐ This document takes effect upon the occurrence of the future event or fact, other than the passage of time. The 90<sup>th</sup> day after the date of signing is: \_\_\_\_\_

The following event or fact will cause the document to take effect in the manner described below:

**Tax Certificate**

☐ Attached hereto is a certificate from the comptroller of public accounts that all taxes under title 2, Tax Code, have been paid by the corporation.

☒ In lieu of providing the tax certificate, the limited liability company as the converted entity is liable for the payment of any franchise taxes.

**Execution**

The undersigned signs this document subject to the penalties imposed by law for the submission of a materially false or fraudulent instrument.

Date: April 8, 2008

ALLCO, INC.  
By: Lance C. Fox  
Lance C. Fox, Authorized Agent for  
T.W. Harrison, President JT  
Signature and title of authorized person on behalf of the Dm  
converting entity

CERTIFICATE OF FORMATION -  
LIMITED LIABILITY COMPANY

**FILED**  
In the Office of the  
Secretary of State of Texas  
MAY 01 2008

**Corporations Section**

The undersigned, acting as the sole organizer of a limited liability company under the Texas Limited Liability Company Law, a part of the Texas Business Organizations Code (the "TLLCL"), does hereby file this Certificate of Formation for Allco, L.L.C. (the "Company"):

ARTICLE ONE

The name of the Company is Allco, L.L.C.

ARTICLE TWO

The Company is a Texas limited liability company.

ARTICLE THREE

The Company is formed under a plan of conversion. The converting entity is Allco, Inc., a Texas general business corporation duly organized and existing under the laws of the State of Texas, with its principal place of business at 6720 College, Beaumont, Texas 77707, having been converted from a Texas limited partnership, formed on 1<sup>st</sup> day of January, 2003, into a Texas corporation on June 28, 2007.

ARTICLE FOUR

The purpose of the Company shall be to engage in any and all businesses allowed by law.

ARTICLE FIVE

The street address where the initial registered office of the Company is located is 6720 College, Beaumont, Texas 77707 and the name and address of the initial registered agent for the Company



are T. W. Harrison, 6720 College, Beaumont, Texas 77707.

#### ARTICLE SIX

The Company will have managers. The name and address of the initial managers are:

T. W. Harrison	6720 College Beaumont, Texas 77707
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E. R. Allen	6720 College Beaumont, Texas 77707
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#### ARTICLE SEVEN

Subject to any exceptions and limitations set forth in this Certificate of Formation, the Company hereby adopts Chapter 8 of the Texas Business Organizations Code ("Chapter 8") and shall (i) indemnify any governing person, former governing person, or delegate of the Company, (ii) pay, advance or reimburse those persons for expenses incurred by them, and (iii) purchase and maintain liability insurance for those persons, in each case as and to the extent permitted or required by Chapter 8.

#### ARTICLE EIGHT

No governing person of the Company shall be personally liable to the Company or the members for monetary damages for an act or omission in the person's capacity as a governing person, except for:

(1) a breach of the person's duty of loyalty, if any, to the Company or its members;

(2) an act or omission not in good faith that constitutes a breach of the person's duty to the Company or that involves intentional misconduct or a knowing violation of the law;

(3) a transaction from which the person received an improper benefit, regardless of whether the benefit resulted from an action taken within the scope of the person's office; or

(4) an act or omission for which the liability of the person is expressly provided by applicable statute.

If the TLLCL is amended to authorize action by the Company further eliminating or limiting the personal liability of governing persons, former governing persons and delegates, then the liability of any such person shall be eliminated or limited to the fullest extent permitted by the TLLCL, as so amended.

Any repeal or modification of this Article by the members of the Company shall not adversely affect any right or protection of a governing person, former governing person or delegate of the Company existing at the time of such repeal or modification. Any repeal or modification of those provisions of the TLLCL that concern the limitation of manager liability shall not be construed to affect adversely any right or protection of a governing person, former governing person or delegate of the Company existing at the time of such repeal or modification unless such adverse construction is required by law.

#### ARTICLE NINE

The name and address of the organizer of the Company are:

T. W. Harrison

6720 College  
Beaumont, Texas 77707

#### ARTICLE TEN

The vote required for approval by the member of a fundamental business transaction involving the Company or an action that would make it impossible to carry out the ordinary business of the Company, shall be the affirmative vote of the holders of at least two-thirds of the membership interests entitled to vote.

#### ARTICLE ELEVEN

The affirmative vote of all of the members of the Company shall be required for (i) the voluntary winding up and termination of the Company, (ii) an amendment to the Company's Certificate of Formation or (iii) the restatement of the Company's Certificate of Formation to include an amendment to that Certificate.

#### ARTICLE TWELVE

As permitted by the TLLCL, the members of the Company may take action without holding a meeting, or providing notice thereof, or taking a vote if a written consent or consents stating the action taken is signed by members having at least the minimum number of votes that would be necessary to take the action that is the subject of the consent at a meeting in which each member entitled to vote on the action is present and votes.

#### ARTICLE THIRTEEN

This Certificate of Formation becomes effective when it is filed with the Office of the Secretary of State of the State of Texas.

The undersigned signs this Certificate of Formation subject to

the penalties imposed by law for submission of a materially false or fraudulent instrument.

Date: April 8, 2008

  
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Jennifer M. Turner, Organizer